SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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1. Name and Address of Reporting Person*				. Issuer Name and Ti DILLARD'S, II			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
DILLARD ALEX				<u>, , , , , , , , , , , , , , , , , , , </u>		1	X	Director	10%	6 Owner		
(Last) 1600 CANTREI	(First) LL ROAD	(Middle)	/	. Date of Earliest Trar 5/23/2022	nsaction (Mon	th/Day/Year)	x	Officer (give titl below) Pr	le Oth belo resident	er (specify ow)		
(Street) LITTLE ROCK AR 72201				. If Amendment, Date	of Original Fi	led (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
LITTLE ROCK AR /2201							X					
(City)	(State)	(Zip)						Form filed by N Person	Nore than One F	Reporting		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3) 2. Transaction Date				2A. Deemed Execution Date.	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		

	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)					Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Class A	05/23/2022		A		32	A	\$258.76	1,014,230	D	
Common Class A - Retirement Plan								146	D	
Common Class A								41,496 ⁽¹⁾	Ι	See Footnote ⁽¹⁾
Common Class A								7,300 ⁽²⁾	Ι	See Footnote ⁽²⁾
Common Class A								36,528 ⁽³⁾	I	See Footnote ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(3 , p,,,,														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo of (D) (Instr	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ration Date Amount of			8. Price of 9. Number of Derivative Security Securities (Instr. 5) Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. These shares are held by W.D. Company, Inc. The reporting person owns 27.9% of W.D. Company, Inc. and is one of its directors and officers. W. D. Company, Inc. also holds 3,985,776 shares of Class B Common Stock, which are convertible into shares of Class A Common Stock on a one-for-one basis.

2. Trustee of GST Trust

3. Owned by Spouse.

Remarks:

Remarks: The reporting person disclaims beneficial ownership of the shares reported herein as indirectly beneficially owned, except to the extent of his pecuniary interest therein.

/s/ Alex Dillard

05/25/2022 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.